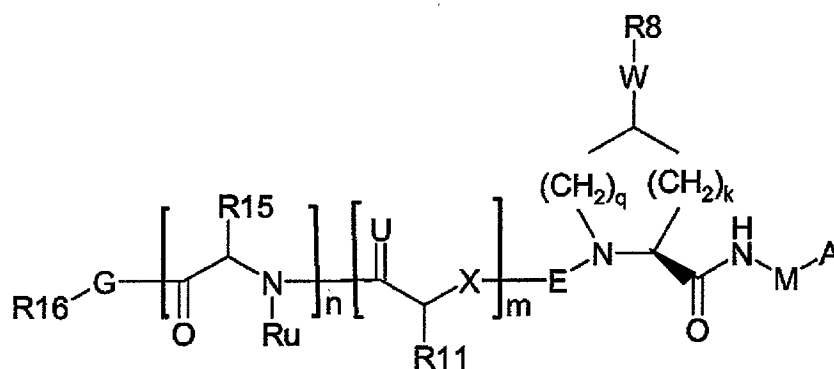
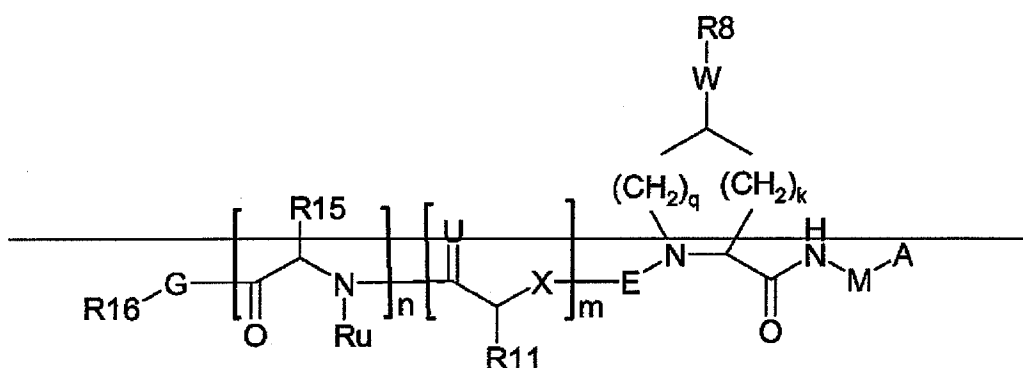


## Amendments to the Claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

### Listing of Claims:

1. (Currently amended) A compound of [[the]] formula **[I]** I':



wherein

A is  $C(=OO)R^1$ ,  $C(=O)OR^1$ , or  $C(=O)NHSO_2R^2$ ,  $C(=O)NHR^3$ , or  $CR^4R^{4'}$  wherein;

$R^1$  is hydrogen,  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl;

$R^2$  is  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl;

$R^3$  is  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl,  $OC_1$ - $C_6$ alkyl,

$OC_0$ - $C_3$ alkylcarbocyclyl,  $OC_0$ - $C_3$ alkylheterocyclyl;

$R^4$  is  $=O$ , halo, amino, or OH; or  $R^4$  and  $R^{4'}$  together are  $=O$ ;

$R^{4^*}$  is  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl; wherein  
 $R^2$ ,  $R^3$ , and  $R^{4^*}$  are each is optionally substituted with 1 to 3 substituents  
independently selected from the group consisting of halo, oxo, nitrile, azido, nitro,  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl,  $NH_2CO$ -,  $Y-NRaRb$ ,  $Y-O-Rb$ ,  $Y$ - $C(=O)Rb$ ,  $Y-(C=O)NRaRb$ ,  $Y-NRaC(=O)Rb$ ,  $Y-NHSO_pRb$ ,  $Y-S(=O)_pRb$  and  $Y$ - $S(=O)_pNRaRb$ ,  $Y-C(=O)ORb$ ,  $Y-NRaC(=O)ORb$ ;

$Y$  is independently a bond or  $C_1$ - $C_3$ alkyl;

$Ra$  is independently  $H$  or  $C_1$ - $C_3$ alkyl;

$Rb$  is independently  $H$ ,  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl or  $C_0$ - $C_3$ alkylheterocyclyl;

$p$  is independently 1 or 2;

$M$  is  $CR^7R^{7'}$  or  $NRu$ ;

$R^7$  is  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkyl,  $C_3$ - $C_7$ cycloalkyl, or  $C_2$ - $C_6$ alkenyl, any of which is optionally substituted with 1-3 halo atoms, or an amino,  $SH$ , or  $C_0$ - $C_3$ alkyleycloalkyl group; or  $R^7$  is  $J$ ;

$R^7$  is  $H$  or taken together with  $R^7$   $R^{7'}$  forms a  $C_3$ - $C_6$ cycloalkyl ring optionally substituted with  $R^{7a}$  wherein;

$R^{7a}$  is  $C_1$ - $C_6$ alkyl,  $C_3$ - $C_5$ cycloalkyl,  $C_2$ - $C_6$ alkenyl any of which may be optionally substituted with halo; or  $R^{7a}$  can be  $J$ ;

$q$  is 0 to 3 1 and  $k$  is 0 to 3 1; where  $q+k \geq 1$ ;

$W$  is  $-CH_2-$ ,  $-O-$ ,  $-OC(=O)NH$ ,  $-OC(=O)$ ,  $-S-$ ,  $-NH-$ ,  $-NRa$ ,  $-NHSO_2-$ ,  $-NHC(=O)NH-$  or  $-NHC(=O)-$ ,  $-NHC(=S)NH-$  or a bond;

$R^8$  is a ring system containing 1 or 2 saturated, partially saturated or unsaturated rings each of which has 4-7 ring atoms and each of which has 0 to 4 hereto atoms independently selected from  $S$ ,  $O$  and  $N$ , the ring system being optionally spaced from  $W$  by a  $C_1$ - $C_3$  alkylene group; or  $R^8$  is  $C_1$ - $C_6$ alkyl; any of which  $R^8$  groups can be optionally mono-, di-, or tri- substituted with  $R^9$ , wherein

$R^9$  is independently selected from the group consisting of halo, oxo, nitrile, azido, nitro,  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl,  $NH_2C(=O)-$ ,  $Y$ - $NRaRb$ ,  $Y-O-Rb$ ,  $Y-C(=O)Rb$ ,  $Y-(C=O)NRaRb$ ,  $Y-NRaC(=O)Rb$ ,  $Y-NHSO_pRb$ ,  $Y$ -

$S(=O)_pRb$ ,  $Y-S(=O)_pNRaRb$ ,  $Y-C(=O)ORb$ ,  $Y-NRaC(=O)ORb$ ; wherein said carbocyclyl or heterocyclyl is optionally substituted with  $R^{10}$ ; wherein

$R^{10}$  is  $C_1$ - $C_6$ alkyl,  $C_3$ - $C_7$ cycloalkyl,  $C_1$ - $C_6$ alkoxy, amino, amido, sulfonyl, ( $C_1$ - $C_3$ alkyl)sulfonyl,  $NO_2$ , OH, SH, halo, haloalkyl, carboxyl;

E is  $-C(=O)-$ ,  $-C(=S)-$ ,  $-S(=O)_2-$ ,  $-S(=O)-$ ,  $-C(=N-Rf)-$ ;

Rf is H,  $-CN$ ,  $-C(=O)NRaRb$ ,  $-C(=O)C_1$ - $C_3$ alkyl;

~~X is  $NR_x$  where  $R_x$  is H,  $C_1$ - $C_5$ alkyl or J; or in the case where E is  $-C(=O)-$ , X can also be  $O$  or  $NR_jNR_j$ ;~~

~~wherein one of  $R_j$  is H and the other is H,  $C_1$ - $C_5$ alkyl or J;~~

~~$R^{11}$  is H,  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl, any of which can be substituted with halo, oxo, nitrile, azido, nitro,  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl,  $NH_2C(=O)-$ ,  $Y-NRaRb$ ,  $Y-O-Rb$ ,  $Y-C(=O)Rb$ ,  $Y-C(=O)NRaRb$ ,  $Y-NRaC(=O)Rb$ ,  $Y-NHSO_pRb$ ,  $Y-S(=O)_pRb$ ,  $Y-S(=O)_pNRaRb$ ,  $Y-C(=O)ORb$ ,  $Y-NRaC(=O)ORb$ ; or  $R^{11}$  is J;~~

~~$J$ , if present, is a single 3 to 10-membered saturated or partially unsaturated alkylene chain extending that extends from the  $R^7/R^7$  cycloalkyl ~~or from the carbon atom to which  $R^7$  is attached~~ to one of  $R_j$ ,  $R_x$ ,  $R_y$  or  $R^{11}$  G to form and forms a macrocycle, which chain is optionally interrupted by one to three heteroatoms independently selected from:  $-O-$ ,  $-S-$  or  $-NR^{12}-$ , and wherein 0 to 3 carbon atoms in the chain are optionally substituted with  $R^{14}$ ; wherein;~~

$R^{12}$  is H,  $C_1$ - $C_6$ alkyl,  $C_3$ - $C_6$ cycloalkyl, or  $C(=O)R^{13}$ ;

$R^{13}$  is  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl;

$R^{14}$  is independently selected from the group consisting of H,  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ haloalkyl,  $C_1$ - $C_6$ alkoxy, hydroxyl, halo, amino, oxo, thio and  $C_1$ - $C_6$ thioalkyl;

~~$R_u$  is independently H or  $C_1$ - $C_3$ alkyl;~~

~~m is 0 or 1; n is 0 or 1;~~

~~U is  $=O$  or is absent;~~

~~$R^{15}$  is H,  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl, any of which can be substituted with halo, oxo, nitrile, azido, nitro,  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylheterocyclyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $NH_2CO-$ ,  $Y-NRaRb$ ,  $Y-O-Rb$ ,  $Y-C(=O)Rb$ ,~~

~~Y-(C=O)NRaRb, Y-NRaC(=O)Rb, Y-NHSO<sub>p</sub>Rb, Y-S(=O)<sub>p</sub>Rb, Y-S(=O)<sub>p</sub>NRaRb, Y-C(=O)ORb, Y-NRaC(=O)ORb;~~

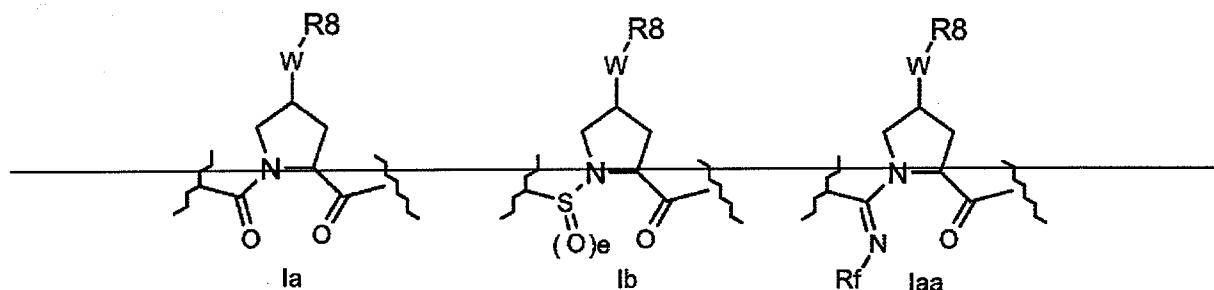
~~G is -O-, -NR<sub>y</sub>-, -NR<sub>j</sub>NR<sub>j</sub>-; where one R<sub>j</sub> is H and the other R<sub>j</sub> is H, C<sub>1</sub>-C<sub>5</sub>-alkyl or J;~~

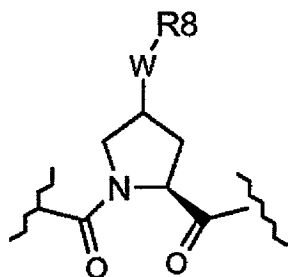
~~R<sub>y</sub> is H, C<sub>1</sub>-C<sub>3</sub>-alkyl; or R<sub>y</sub> is J;~~

R<sup>16</sup> is H; or C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl, any of which can be substituted with halo, oxo, nitrile, azido, nitro, C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl, NH<sub>2</sub>CO-, Y-NRaRb, Y-O-Rb, Y-C(=O)Rb, Y-(C=O)NRaRb, Y-NRaC(=O)Rb, Y-NHSO<sub>p</sub>Rb, Y-S(=O)<sub>p</sub>Rb, Y-S(=O)<sub>p</sub>NRaRb, Y-C(=O)ORb, Y-NRaC(=O)ORb; ~~with the proviso that when m=n=0 and G is O then R<sup>16</sup> is not tert-butyl or phenyl;~~  
or a pharmaceutically acceptable salt thereof.

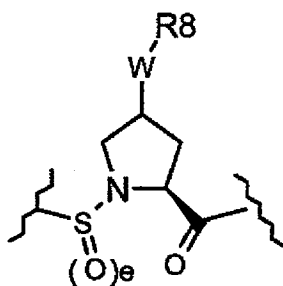
2. (Canceled)

3. (Currently amended) A compound according to claim 1, with the partial structure [[Ia, Ib or Iaa]] Ia', Ib' or Iaa':

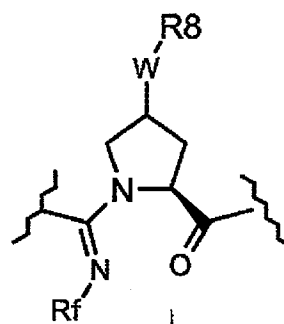




Ia'



Ib'



Iaa'

where e is 1 or 2.

4. (Currently amended) A compound according to Claim 1, wherein E is  $-\text{C}(=\text{O})-$ .

5-7. (Canceled) ~~A compound according to Claim 1, wherein m is 0 and n is 0.~~

8. (Currently Amended) A compound according to Claim ~~[[7]]~~ 1, wherein  $\text{R}^{16}$  is H,  $\text{C}_1\text{-C}_3$  alkyl or  $\text{C}_3\text{-C}_6$  cycloalkyl.

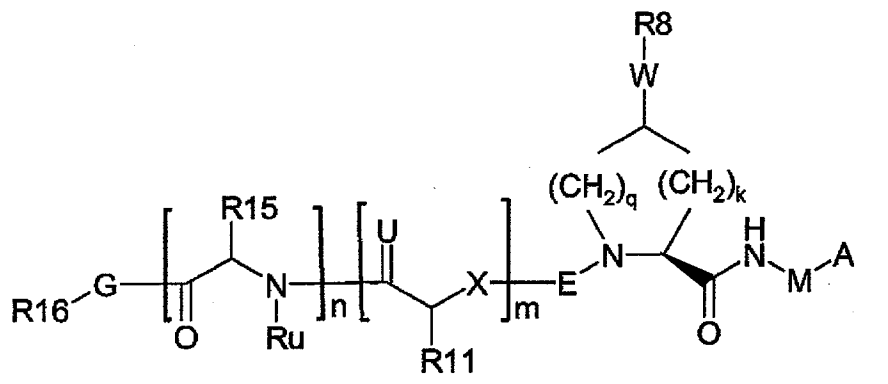
9-21 (Canceled).

22. (Withdrawn-currently amended) A compound according to Claim 1, wherein W is  $-\text{OC}(=\text{O})-$ ,  $-\text{NRa}-$ ,  $[-\text{NHS}(\text{O})_2\text{-or}]$   ~~$\text{NHS}(\text{O})_2-$~~ ,  $-\text{NHC}(=\text{O})-$  ~~[[or-]]~~ or  $-\text{OC}(=\text{O})\text{NH}-$ .

23. (Previously presented) A compound according to Claim 1, wherein W is  $-\text{S}-$ , a bond or  $-\text{O}-$ .

24. (Currently amended) A compound according to Claim 22 or 23 wherein  $\text{R}^8$  is optionally substituted  $\text{C}_0\text{-C}_3$ alkylcarbocyclyl or optionally substituted  $\text{C}_6\text{-C}_3\text{-alkylheterocyclyl}$   ~~$\text{C}_0\text{-C}_3\text{-alkylheterocyclyl}$~~   $\text{C}_0\text{-C}_3\text{-alkylheterocyclyl}$ .

25. (Withdrawn / currently amended) A compound according to Claim 24, wherein the C<sub>0</sub>-C<sub>3</sub> alkyl moiety is methylene or preferably a bond.
26. (Withdrawn-currently amended) A compound according to claim 25 of formula I':



wherein

A is C(=O)OR<sup>1</sup>, or C(=O)NHSO<sub>2</sub>R<sup>2</sup>, wherein;

R<sup>1</sup> is hydrogen, C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl;

R<sup>2</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl; wherein

R<sup>2</sup> is optionally substituted with 1 to 3 substituents independently selected from the group consisting of halo, oxo, nitrile, azido, nitro, C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl, NH<sub>2</sub>CO-, Y-NRaRb, Y-O-Rb, Y-C(=O)Rb, Y-(C=O)NRaRb, Y-NRaC(=O)Rb, Y-NHSO<sub>p</sub>Rb, Y-S(=O)<sub>p</sub>Rb, Y-S(=O)<sub>p</sub>NRaRb, Y-C(=O)ORb, Y-NRaC(=O)ORb;

Y is independently a bond or C<sub>1</sub>-C<sub>3</sub>alkyl;

Ra is independently H or C<sub>1</sub>-C<sub>3</sub>alkyl;

Rb is independently H, C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl or C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl;

p is independently 1 or 2;

M is CR<sup>7</sup>R<sup>7'</sup>;

R<sup>7</sup> taken together with R<sup>7'</sup> forms a C<sub>3</sub>-C<sub>6</sub>cycloalkyl ring substituted with J;

q is 1 and k is 1;

W is -O-, -OC(=O)NH-, -OC(=O)-, -S-, -NRa, -NHSO<sub>2</sub>-, -NHC(=O)-, or a bond;

$R^8$  is  $C_0$ - $C_3$ alkylaryl, or  $C_0$ - $C_3$ alkylheteroaryl, either of which is optionally mono, di, or tri substituted with  $R^9$ , wherein;

$R^9$  is  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$ alkoxy,  $NO_2$ , OH, halo, trifluoromethyl, amino, amido optionally mono- or di- substituted with  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylaryl,  $C_0$ - $C_3$ alkylheteroaryl, carboxyl, aryl or heteroaryl being optionally substituted with  $R^{10}$ ; wherein

$R^{10}$  is  $C_1$ - $C_6$ alkyl,  $C_3$ - $C_7$ cycloalkyl,  $C_1$ - $C_6$ alkoxy, amino optionally mono- or di-substituted with  $C_1$ - $C_6$ alkyl, amido, sulfonyl $C_1$ - $C_6$ alkyl,  $NO_2$ , OH, halo, trifluoromethyl, carboxyl, or heteroaryl;

E is  $-C(=O)-$ ,  $-C(=S)-$ ,  $-S(=O)_2-$ ,  $-S(=O)-$ ,  $-C(=N-Rf)-$ ;

Rf is H,  $-CN$ ,  $-C(=O)NRaRb$ ;  $-C(=O)C_1$ - $C_3$ alkyl;

J is a single 3 to 10-membered saturated or partially unsaturated alkylene chain that extends from the  $R^7/R^{7'}$  cycloalkyl to G and forms a macrocycle, which chain is optionally interrupted by one to three heteroatoms independently selected from:  $-O-$ ,  $-S-$  or  $-NR^{12}-$ , and wherein 0 to 3 carbon atoms in the chain are optionally substituted with  $R^{14}$ ; wherein;

$R^{12}$  is H,  $C_1$ - $C_6$ alkyl,  $C_3$ - $C_6$ cycloalkyl, or  $C(=O)R^{13}$ ;

$R^{13}$  is  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl;

$R^{14}$  is independently selected from the group consisting of H,  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ haloalkyl,  $C_1$ - $C_6$ alkoxy, hydroxyl, halo, amino, oxo, thio and  $C_1$ - $C_6$ thioalkyl;

m is 0; n is 0;

G is  $-NRY-$ ;

Ry is J;

$R^{16}$  is H; or  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl, any of which can be substituted with halo, oxo, nitrile, azido, nitro,  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl,  $NH_2CO-$ ,  $Y-NRaRb$ ,  $Y-O-Rb$ ,  $Y-C(=O)Rb$ ,  $Y-(C=O)NRaRb$ ,  $Y-NRaC(=O)Rb$ ,  $Y-NHSO_pRb$ ,  $Y-S(=O)_pRb$ ,  $Y-S(=O)_pNRaRb$ ,  $Y-C(=O)ORb$ ,  $Y-NRaC(=O)ORb$ ;

or a pharmaceutically acceptable salt thereof.

27. (Withdrawn) A compound according to Claim 26 wherein  $R^9$  is  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$ alkoxy, amino, di- $(C_1$ - $C_3$  alkyl)amino,  $C_1$ - $C_3$ alkylamide, aryl or heteroaryl, the aryl or heteroaryl being optionally substituted with  $R^{10}$ ; wherein

$R^{10}$  is  $C_1$ - $C_6$ alkyl,  $C_3$ - $C_7$ cycloalkyl,  $C_1$ - $C_6$ alkoxy, amino, mono- or di- $C_1$ - $C_3$ alkylamino, amido, halo, trifluoromethyl, or heteroaryl.

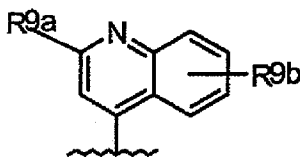
28. (Withdrawn) A compound according to Claim 27, wherein  $R^{10}$  is  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ alkoxy, amino optionally mono- or di substituted with  $C_1$ - $C_3$  alkyl, amido,  $C_1$ - $C_3$ -alkylamide, halo, or heteroaryl.

29. (Withdrawn) A compound according to Claim 28 wherein  $R^{10}$  is methyl, ethyl, isopropyl, tert-butyl, methoxy, chloro, amino optionally mono- or di substituted with  $C_1$ - $C_3$  alkyl, amido, or  $C_1$ - $C_3$ alkyl thiazolyl.

30. (Withdrawn) A compound according to Claim 25, wherein  $R^8$  is 1-naphthylmethyl, 2-naphthylmethyl, benzyl, 1-naphthyl, 2-naphthyl, or quinolinyl any of which is unsubstituted, mono, or distributed with  $R^9$ .

31. (Withdrawn) A compound according to Claim 30, wherein  $R^8$  is 1-naphthylmethyl, or quinolinyl any of which is unsubstituted, mono, or distributed with  $R^9$ .

32. (Withdrawn) A compound according to Claim 31 wherein  $R^8$  is



wherein  $R^{9a}$  is  $C_1$ - $C_6$ alkyl;  $C_1$ - $C_6$ alkoxy; thio $C_1$ - $C_3$ alkyl; amino optionally substituted with  $C_1$ - $C_6$ alkyl;  $C_0$ - $C_3$ alkylaryl; or  $C_0$ - $C_3$ alkylheteroaryl,  $C_0$ - $C_3$ alkylheterocyclyl, said aryl, heteroaryl or heterocycle being optionally substituted with  $R^{10}$  wherein

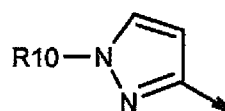
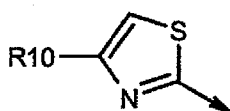
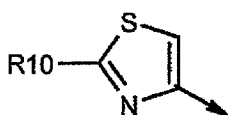
$R^{10}$  is  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkyl $C_3$ - $C_7$ cycloalkyl,  $C_1$ - $C_6$ alkoxy, amino optionally mono- or di-substituted with  $C_1$ - $C_6$ alkyl, amido,  $C_1$ - $C_3$  amide; and



$R^{9b}$  is  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$ -alkoxy, amino, di( $C_1$ - $C_3$ alkyl)amino, ( $C_1$ - $C_3$ alkyl) amide,  $NO_2$ , OH, halo, trifluoromethyl, carboxyl.

33. (Withdrawn) A compound according to Claim 32, wherein  $R^{9a}$  is aryl or heteroaryl, either of which is optionally substituted with  $R^{10}$ .

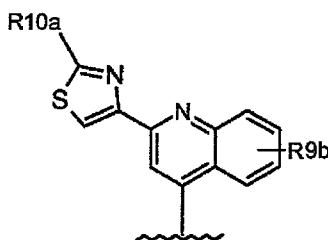
34. (Withdrawn) A compound according to Claim 33, wherein  $R^{9a}$  is selected from the group consisted of:



wherein  $R^{10}$  is H,  $C_1$ - $C_6$ alkyl, or  $C_0$ - $C_3$ alkylcycloalkyl, amino optionally mono- or di-substituted with  $C_1$ - $C_6$ alkyl, amido, ( $C_1$ - $C_3$ alkyl)amide.

35. (Withdrawn) A compound according to Claim 33, wherein  $R^{9a}$  is phenyl, optionally substituted with  $C_1$ - $C_6$ alkyl;  $C_1$ - $C_6$ alkoxy; or halo.

36. (Withdrawn) A compound according to Claim 32, wherein  $R^8$  is:



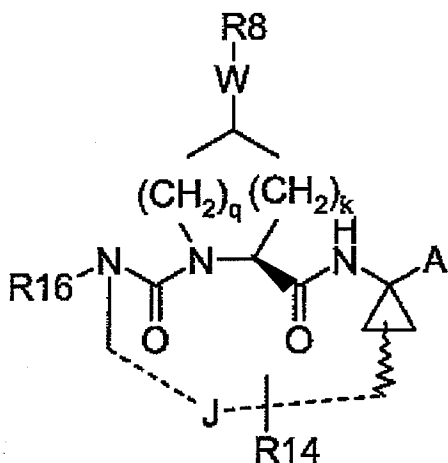
wherein  $R^{10a}$  is H,  $C_1$ - $C_6$ alkyl, or  $C_0$ - $C_3$ alkylcarbocyclyl, amino optionally mono- or di-substituted with  $C_1$ - $C_6$ alkyl, amido, heteroaryl or heterocyclyl; and  $R^{9b}$  is  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$ -alkoxy, amino, di( $C_1$ - $C_3$  alkyl)amino, amide,  $NO_2$ , OH, halo, trifluoromethyl, or carboxyl.

37. (Withdrawn) A compound according to Claim 32, wherein  $R^{9b}$  is  $C_1$ - $C_6$ -alkoxy.

38. (Withdrawn) A compound according to Claim 1, wherein A is  $C(=O)NHSO_2R^2$ .

39. (Withdrawn) A compound according to Claim 38, wherein  $R^2$  is optionally substituted  $C_1$ - $C_6$  alkyl.
40. (Withdrawn) A compound according to Claim 38, wherein  $R^2$  is optionally substituted  $C_3$ - $C_7$ cycloalkyl.
41. (Withdrawn) A compound according to Claim 38, wherein  $R^2$  is optionally substituted  $C_0$ - $C_6$ alkylary.
42. (Original) A compound according to Claim 1, wherein A is  $C(=O)OR^1$ .
43. (Previously presented) A compound according to Claim 42, wherein  $R^1$  is H or  $C_1$ - $C_6$  alkyl.
44. (Cancelled)
45. (Currently amended) A compound according to Claim ~~[[2]]~~, 1 wherein  $R^7$  and ~~[[ $R^7$ ]]  $R7'$~~  together define a spiro-cyclopropyl or spiro-cyclobutyl ring, both optionally mono or di-substituted with  ~~$R^{7a}$~~  wherein;  
~~—  $R^{7a}$  is  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_5$ cycloalkyl, or  $C_2$ - $C_6$  alkenyl, any of which is optionally substituted with halo; or  $R^{7a}$  is J.~~
- 46-47. (Canceled)
48. (Currently amended) A compound according to Claim 1, wherein J is a 3 to 8-membered saturated or unsaturated alkylene chain optionally containing one to two heteroatoms independently selected from: -O-, -S- or  $-NR^{12}$ -, wherein  $R^{12}$  is H,  $C_1$ - $C_6$  alkyl, or  $-C(=O)C_1$ - $C_6$  alkyl.
49. (original) A compound according to Claim 48, wherein J is a 4 to 7-membered saturated or unsaturated, all carbon alkylene chain.






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Ihe'

or pharmaceutically acceptable salt thereof

wherein

$R^{16}$  is H, or  $C_1$ - $C_6$ alkyl;

J is a single 3 to 10-membered saturated or partially unsaturated alkylene chain;

q is 1 and k is 1;

A is  $C(=O)OR^1$ , or  $C(=O)NHSO_2R^2$ , wherein

$R^1$  is hydrogen or  $C_1$ - $C_6$ alkyl;

$R^2$  is  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl;

W is  $-O-$  or  $-OC(=O)NH-$ ;

$R^8$  is  $C_0$ - $C_3$ alkylaryl or  $C_0$ - $C_3$ alkylheteroaryl, either of which is optionally mono, di, or tri substituted with  $R^9$ , wherein;

$R^9$  is  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ alkoxy,  $NO_2$ , OH, halo, trifluoromethyl, amino or amido optionally mono- or di-substituted with  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylaryl,  $C_0$ - $C_3$ alkylheteroaryl, carboxyl, said aryl or heteroaryl being optionally substituted with  $R^{10}$ ; wherein

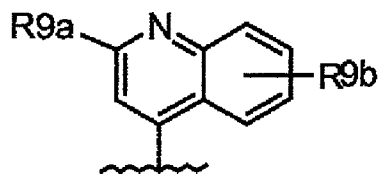
$R^{10}$  is  $C_1$ - $C_6$ alkyl,  $C_3$ - $C_7$ cycloalkyl,  $C_1$ - $C_6$ alkoxy, amino optionally mono- or di-substituted with  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_3$  alkyl amide, sulfonyl $C_1$ - $C_3$ alkyl,  $NO_2$ , OH, halo, trifluoromethyl, carboxyl or heteroaryl.

61. (previously presented) A compound according to Claim 60, wherein J is a single 5-8 membered saturated or partially unsaturated alkylene chain.

62. (previously presented) A compound according to Claims 60, wherein J is monounsaturated.

63. (Currently amended) A compound according to Claim 62, wherein J has one double bond spaced one carbon atom from the cyclopropyl group depicted in the formula [[Ihe]] Ihe'.

64. (previously presented) A compound according to Claim 60, wherein R<sup>8</sup> is the group

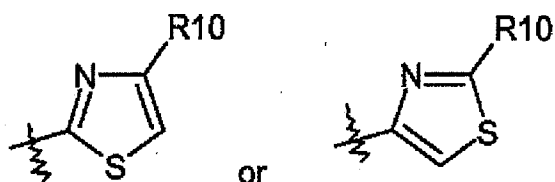


wherein R<sup>9a</sup> is C<sub>0</sub>-C<sub>3</sub>alkylaryl, C<sub>0</sub>-C<sub>3</sub>alkylheteroaryl, or C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl; said aryl, heteroaryl or heterocyclyl being optionally substituted with R<sup>10</sup> wherein R<sup>10</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, amino, amino mono- or disubstituted with C<sub>1</sub>-C<sub>6</sub>alkyl or NHC(=O)C<sub>1</sub>-C<sub>6</sub>alkyl; and

R<sup>9b</sup> is C<sub>1</sub>-C<sub>6</sub>alkoxy; or

R<sup>8</sup> is C<sub>0</sub>-C<sub>3</sub>alkylaryl wherein the aryl group is optionally substituted with 1-2 substituents selected from C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl and trifluoC<sub>1</sub>-C<sub>6</sub>alkyl; and wherein the C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl is optionally substituted with R<sup>10</sup>.

65. (Previously presented) A compound according to Claim 64, wherein R<sup>9a</sup> is phenyl,



wherein R<sup>10</sup> is H, C<sub>1</sub>-C<sub>6</sub>alkyl, amino, amino mono or disubstituted with C<sub>1</sub>-C<sub>3</sub>alkyl.

66. (Withdrawn-currently Amended) A compound according to ~~any of Claims~~ Claim 60, wherein A is C(=O)NHS(=O)<sub>2</sub>R<sup>2</sup>.

67. (Withdrawn-currently Amended) A compound according to Claim 66, wherein R<sup>2</sup> is optionally substituted cycloalkyl.

68. (Withdrawn-currently Amended) The compound according to Claim 67 wherein R<sup>2</sup> is optionally substituted cyclopropyl.

69. (New) A compound according to Claim 8, wherein R<sup>16</sup> is methyl.

70. (New) A compound according to Claim 26, wherein W is -O-.

71. (New) A compound selected from the group consisting of:

19-(7-Methoxy-2-phenyl-quinolin-4-yloxy)-2,16-dioxo-3,15,17-triaza-tricyclo[15.3.0.0\*4,6\*]icos-7-ene-4,14-dicarboxylic acid 4-ethyl ester 14-methyl ester;

19-(7-Methoxy-2-phenyl-quinolin-4-yloxy)-2,16-dioxo-3,15,17-triaza-tricyclo[15.3.0.0\*4,6\*]icos-7-ene-3,14-dicarboxylic acid 3-ethyl ester;

14-[(Cyclohexyl-methylcarbamoyl-methyl)-19-(7-methoxy-2-phenyl-quinolin-4-yloxy)-2,16-dioxo-3,15,17-triaza-tricyclo[15.3.0.0\*4,6\*]icos-7-ene-4-carboxylic acid 3-ethyl ester;

14-[(Cyclohexyl-methylcarbamoyl-methyl)-19-(7-methoxy-2-phenyl-quinolin-4-yloxy)-2,16-dioxo-3,15,17-triaza-tricyclo[15.3.0.0\*4,6\*]icos-7-ene-4-carboxylic acid;

[14-Cyclopropanesulfonylamino-carbonyl-17-(7-methoxy-2-phenyl-quinolin-4-yloxy)-2,14-dioxo-3,13,15-triaza-tricyclo[13.3.0.0<sup>4,6</sup>]octadec-7-en-13-yl]-carbamic acid ter.butyl ester;

17-(7-Methoxy-2-phenyl-quinolin-4-yloxy)-2,14-dioxo-3,13,15-triaza-tricyclo[13.3.0.0<sup>4,6</sup>]octadec-7-ene-4-carboxylic acid ethyl ester;

17-(7-Methoxy-2-phenyl-quinolin-4-yloxy)-2,14-dioxo-3,13,15-triaza-tricyclo[13.3.0.0<sup>4,6</sup>]octadec-7-ene-4-carboxylic acid;  
or a pharmaceutically acceptable salt thereof.

72. (New) A pharmaceutical composition comprising a compound as defined in claim 71, and a pharmaceutically acceptable carrier therefor.

73. (New) A pharmaceutical composition comprising a compound as defined in claim 27, and a pharmaceutically acceptable carrier therefor.